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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

AUG 26 2013

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mayan Fields, Inc.

DOCUMENT NUMBER: 600250730446

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patricia Hernandez-O'Connor

(Name of Contact Person)

Harper Meyer Perez Hagen O'Connor Albert & Dribin LLP

(Firm/ Company)

201 South Biscayne Boulevard, Suite 800

(Address)

Miami, Florida 33131

(City/ State and Zip Code)

pmoconnor@harpermeyer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia Hernandez-O'Connor at 305 577-3443

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RESTATED
ARTICLES OF INCORPORATION
OF
MAYAN FIELDS, INC.

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The undersigned, acting as the Incorporator of Mayan Fields, Inc., a corporation organized under the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986¹ submits the following **RESTATED ARTICLES OF INCORPORATION**.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is Mayan Fields, Inc. (the "Corporation").

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Corporation's initial principal place of business and mailing address shall be:

201 South Biscayne Boulevard
Suite 800
Miami, Florida 33131

The Board of Directors may from time to time move the principal place of business and mailing address office of the Corporation to any other address in the State of Florida.

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
PURPOSES

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, testing for public safety, literary or educational, to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code") and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE V POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with Bylaws adopted for the Corporation. The number of members of the Board of Directors shall be fixed as set forth in Bylaws adopted for the Corporation; provided, however, the Corporation shall never have less than three (3) members of the Board of Directors. The names and addresses of the initial Board of Directors, consisting of those persons (but not less than three (3)) who shall serve until their successors have been duly elected and qualified, are:

Herbert Esteban Villeda De Leon	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Jose Gabriel Bauer Griman	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Juan Paulo Barrios Monzon	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Orestes Efraín Cerna Tobar	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131

Oswaldo Enrique Macz Macario	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Julio Francisco Reyna De Leon	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Julio Roberto Ruano Martinez	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Armando Vidal Sandoval Nuñez	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Carlos Manuel Monterroso Samayoa	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Francisco Fernando Valle Figueroa	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131
Patrick James O'Connor	201 S. Biscayne Boulevard, Suite 800 Miami, Florida 33131

ARTICLE VIII OFFICERS

The officers of the Corporation shall be a President, Vice President, Chief Executive Officer, Secretary and Treasurer and such other officers as may be provided by Bylaws adopted for the Corporation and/or elected by the Board of Directors. Officers shall be elected by the Board of Directors in the manner set forth in Bylaws adopted for the Corporation. The names and addresses of the initial officers are:

Name and address	Office
Julio Ruano 201 S. Biscayne Boulevard Suite 800 Miami, FL 33131	Chief Executive Officer
Julio Reyna 201 S. Biscayne Boulevard Suite 800 Miami, FL 33131	President
Francisco Valle 201 S. Biscayne Boulevard Suite 800 Miami, FL 33131	Vice President

Jose Bauer
201 S. Biscayne Boulevard
Suite 800
Miami, FL 33131

Secretary

Orestes Cerna
201 S. Biscayne Boulevard
Suite 800
Miami, FL 33131

Treasurer

ARTICLE IX BYLAWS

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and for the carrying out of the Corporation's purposes as the Board of Directors may deem necessary from time to time.

ARTICLE X AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by resolution of the Board of Directors or by the officers of the Corporation and shall be approved by the Board of Directors by a majority vote of a quorum present at a meeting duly called in accordance with Bylaws adopted for the Corporation.

ARTICLE XI LIMITATIONS ON ACTIONS

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth above. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any trustees, directors or officers or any other private persons, and the private property of any trustees, directors or officers or any other private person shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws); engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of by subsequent Revenue Laws); retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws); make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

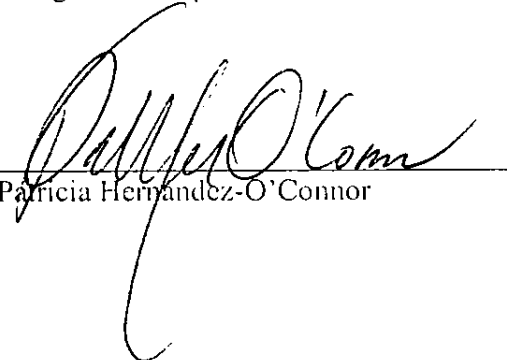
ARTICLE XII DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any trustee, officer or director of the Corporation or any other private person. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131, and the name of the initial registered agent at such address is LAW CENTER OF THE AMERICAS, LLC.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 16 day of August, 2013.


Patricia Hernandez-O'Connor

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

That Mayan Fields, Inc., desiring to organize under the laws of the State of Florida, has named LAW CENTER OF THE AMERICAS, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 16 day of August, 2013.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Patrick J. O'Connor
Title: Vice President/ Manager

The date of each amendment(s) adoption: August 16, 2013, if other than the date this document was signed.

Effective date if applicable: August 16, 2013
(no more than 90 days after amendment file date)

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Adoption of Amendment(s) (CHECK ONE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 16, 2013

Signature [Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Julio Francisco Reyna De León

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)